

X-MEN

12¢

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BY THE
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CODE
AUTHORITY



MARVEL
COMICS
GROUP





6-TRANSISTOR
POCKET RADIO
Sell Only 6 Boxes



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Sell Only 24 Boxes



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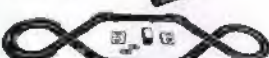
SPALDING
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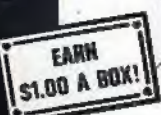
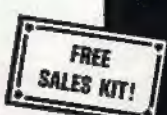


CUBEX CAMERA OUTFIT
Sell Only 7 Boxes



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Famous name PRIZES OR CASH...from



CUT OUT • FILL IN • MAIL NOW • NO STAMP NEEDED

FOLD
on
dotted line
SEAL
(paste,
staple
or tape)

FROM (PRINT CLEARLY)
NAME _____
ADDRESS _____
CITY _____
STATE _____ ZIP _____

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Permit No. 66
Windsor Locks
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Postage Will Be Paid By

OLYMPIC SALES CLUB, Inc.
DEPT. 69MV2
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CONNECTICUT 06096



ENGLISH BICYCLE
Sell Only 30 Boxes



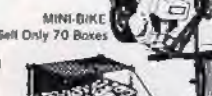
BOY'S
WRIST WATCH
Sell Only 6 Boxes



S.R. CHEMISTRY LAB
Sell Only 7 Boxes



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Sell Only 16 Boxes



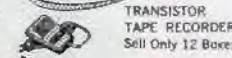
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Sell Only 70 Boxes



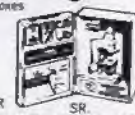
G.E. PHONOGRAPH
Sell Only 12 Boxes



OVERNIGHT
SLEEPING BAG
Sell Only 7 Boxes



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TAPE RECORDER
Sell Only 12 Boxes



S.R. MICROSCOPE LAB
Sell Only 7 Boxes



NURSE'S
WRIST WATCH
Sell Only 6 Boxes



HI-RISER
FUN BIKE
Sell Only 24 Boxes



GIANT
TELESCOPE
Sell Only 12 Boxes



ELECTRIC BUILD-IT SET
Sell Only 7 Boxes

PICK THE PRIZES you'd like to have! Then join the Olympic Sales Club and see how easy it is to get these and other Famous Name Prizes! Or, keep BIG CASH PROFITS if you'd rather, \$1.00 for every box you sell! You get prizes or profits AT ABSOLUTELY NO COST TO YOU.

■ ALL YOU DO is sell Olympic's beautiful Everyday Selections — the lovely new Olympic All-Occasion Card and Note Ensemble for 1969, the All-Birthday Assortment, popular fast selling stationery assortments, smart gift wrappings and attractive gifts. Wherever you call, people will be thrilled with the new Olympic line — and the price of just \$2.75 a box will make sales a snap! Sell enough boxes to get the prize you select, or keep \$1.00 for each box sold.

■ TO JOIN THE CLUB, fill in and mail the postcard. No postage is required! We'll send you — ABSOLUTELY FREE — the Olympic All-Occasion Sales Kit, Membership Card and FREE PRIZE CATALOG. You pay nothing! You owe nothing! Just show your sales kit to prospects — and start taking orders! Don't wait.

BE FIRST IN YOUR NEIGHBORHOOD — JOIN OLYMPIC NOW!
OLYMPIC SALES CLUB, INC., Dept. 69MV2, Windsor Locks, Conn. 06096



STAN LEE
MEDITATES OVER A MUTANT MASTERWORK
BY: **ROY THOMAS**, WRITER
DON HECK, LAYOUT MAN
WERNER ROTH, PENCILLER

AIDED BY: **VINCE COLLETTA**, INKER
ABETTED BY: **JEAN IZZO**, LETTERER

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ME-- JOIN FORCES WITH A
MADMAN WHO'S BEEN TRY-
ING TO KILL ME?

IT'LL
NEVER
HAPPEN!

THEN,
ALL THE
WORSE
FOR YOU,
FOOL!

FOR THIS SACRED ANKH--
ONCE THE SYMBOL OF
LIFE TO MILLIONS--



--SHALL NOW
BECOME THE CAUSE
OF YOUR DEATH--!

BY THE
SECRET
SPHINX!
MISSED!

YOU'RE TOO
USED TO
SITTING
DUCKS,
PHARAOH!

KRZZZ
ROK



LET'S SEE HOW
YOU MAKE OUT
AGAINST SOMEBODY
WHO FIGHTS BACK!

THIS **RICOCHET**
POWER-BLAST
OUGHT TO CUT
YOU DOWN
TO SIZE!

AAARRHH!



BLAST THE LUCK! I CAN'T RISK REALLY HURT-
ING HIM-- 'CAUSE HE MAY KNOW WHERE MY BROTHER
IS!

HE'S LOST
SOMEWHERE
IN THESE
CATACOMBS--
I KNOW IT!

YOU SHOULD
HAVE
DESTROYED
ME WHILE I
WAS OFF-
BALANCE,
UNBELIEVER!

FOR, NOW YOU
SHALL NEVER
HAVE
ANOTHER -
CHANCE--!

WHILE, IN THE SPRAWLING CITY ABOVE, TWO SEPARATE SEARCHES FOR THE GRIMLY-BATTLING CYCLOPS ARE UNDER WAY...

A MILLION AND ONE
CRANK CALLS...

BUT NOT ONE
REAL LEAD YET
ON THAT MUTANT
MURDERER!

AND NOW
THEY EVEN
TELL US
THE CORPUS
DELICTI
HAS DIS-
APPEARED!

ALL RIGHT,
JEAN GAL...
WE'RE RIGHT
OVER THE
CENTER OF
THE CITY...

TIME TO DO
YOUR
THING!

IF SCOTT IS STILL IN
MANHATTAN... I'LL
CONTACT HIM MENTALLY!

WE GOT
TO FIND
HIM BEFORE
THE POLICE
DO!

WAIT! I'M PICKING
UP... HIS THOUGHT
WAVES!

HE'S... A BIT
SOUTH OF
US!

FAINT OR
NOT, LADY... IT'S
WHAT WE'VE
BEEN WAITING
FOR!

BUT, THE
SIGNAL IS
FAINT...
SO FAINT...!

LET'S GO,
GROUP!

I DO NOT KNOW WHY
YOU GROW SO SUDDENLY
CARELESS, INFIDEL...

...JEAN!
SHE'S COMING
THIS WAY...
WITH THE
X-MEN!

BUT, THE
SHOCK OF
MENTAL
CONTACT...
MADE ME
LOSE MY
FOOTING...!

CONTINUED AFTER NEXT PAGE



LOOK, FELLOWS!
 You Can Win Your Choice of
 Neat Prizes **FREE** Regularly
PLUS AS MUCH AS \$100 to \$500 CASH
EVERY WEEK!

If You're a Boy 12 Years Old or Older, You Can Be a Happy, Prosperous GRIT Salesman

Join over 30,000 boys who win dandy **FREE** Prizes and make as much as \$1.00 to \$5.00 and even more, selling GRIT to friends, neighbors, relatives and others, every week. Everyone is eager to buy GRIT from you at only 15¢ a copy, because it contains World News, Sports, Women's Features, Children's Page, Popular Comics, Games, Puzzles, Exciting Fiction.

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Over 30,000 Boys Make Money and Get Dandy Prizes Without 1¢ Cost

We'll send you GRIT right away, by mail, along with many valuable selling helps. You pay **ONLY** for the copies you sell until you know how many to order. Like 30,000 other boys, 12 or older, you'll find selling GRIT is easy, fun—and profitable!

MAIL THIS COUPON TODAY!

If coupon is already torn out, print your name, address, age and date of birth and mail it to:

GRIT Department MC-49
 Williamsport, Penna. 17701

Papers sent only to boys in Continental U. S.

GRIT PUBLISHING CO.,
 Williamsport, Pa., 17701

PLEASE PRINT

Dept. MC-49

Send my first bundle of papers, selling helps and prize offers.

Name _____

Are You a Boy? _____ Age _____ Date Born _____ Year _____

In Care of _____

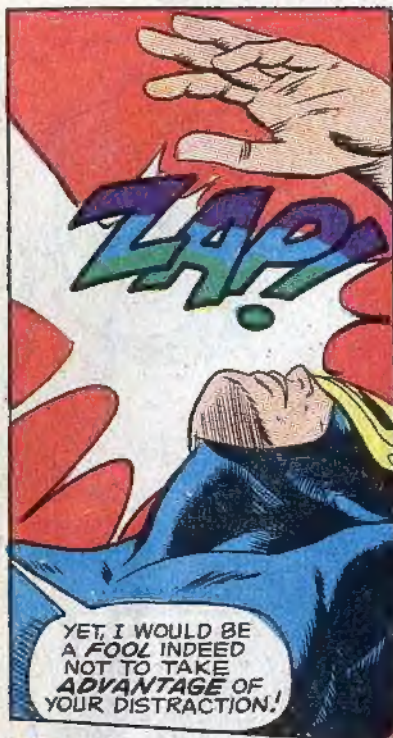
Street and No. _____ R.F.D. _____

Post Office _____ State _____

Zip Code No. _____

Print Your
 Last Name
 Plainly Here

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--



YET, I WOULD BE
A FOOL INDEED
NOT TO TAKE
ADVANTAGE OF
YOUR DISTRACTION!



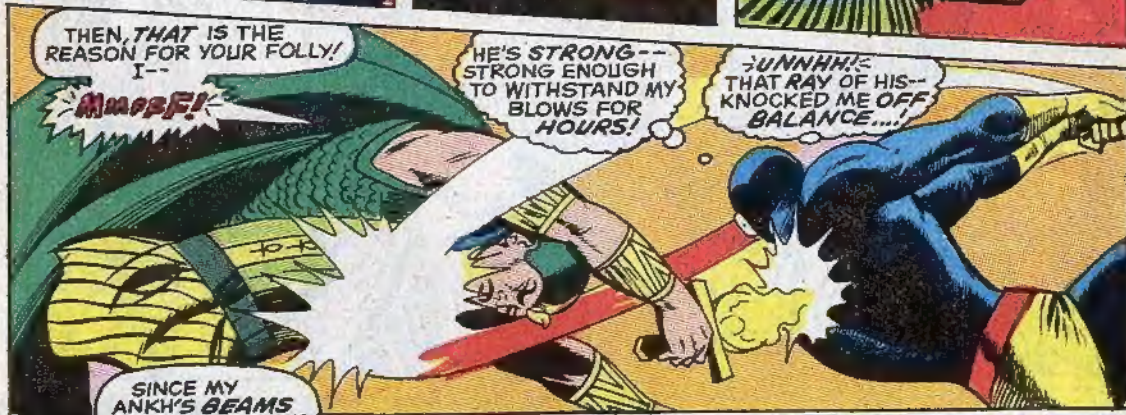
I CAN TAKE QUITE
A BIT MORE THAN
THAT, FRIEND!

WHAT'S MORE,
I'M NOT SHY
ABOUT DISHING
IT OUT,
EITHER!



NOW, SUPPOSE
YOU TELL ME
WHAT HAPPENED
TO ALEX
SUMMERS...

SO I CAN
FINISH OFF
THIS LITTLE
SCRIMMAGE!



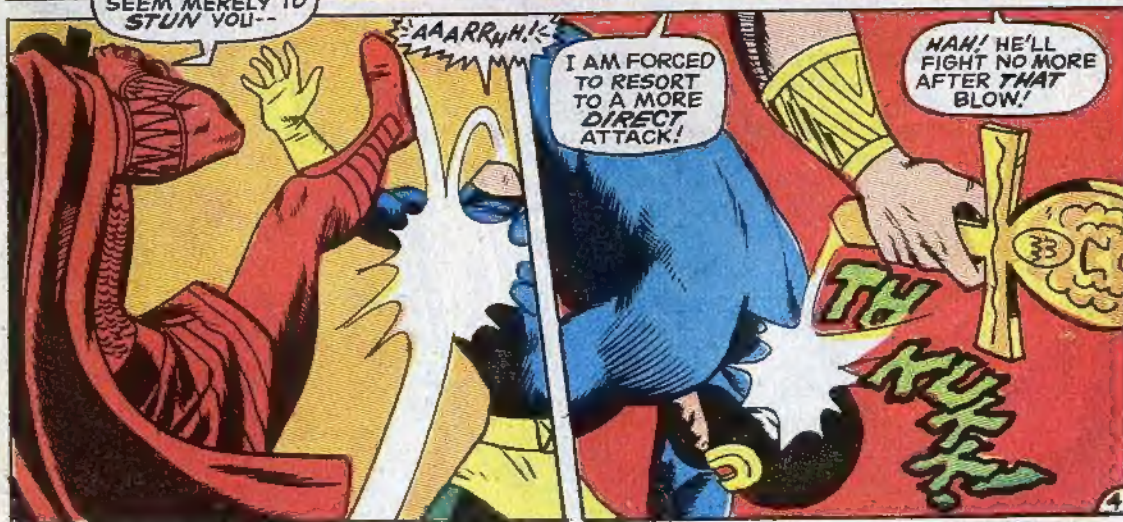
THEN, THAT IS THE
REASON FOR YOUR FOLLY!
I--

MURFF!

HE'S STRONG--
STRONG ENOUGH
TO WITHSTAND MY
BLOWS FOR
HOURS!

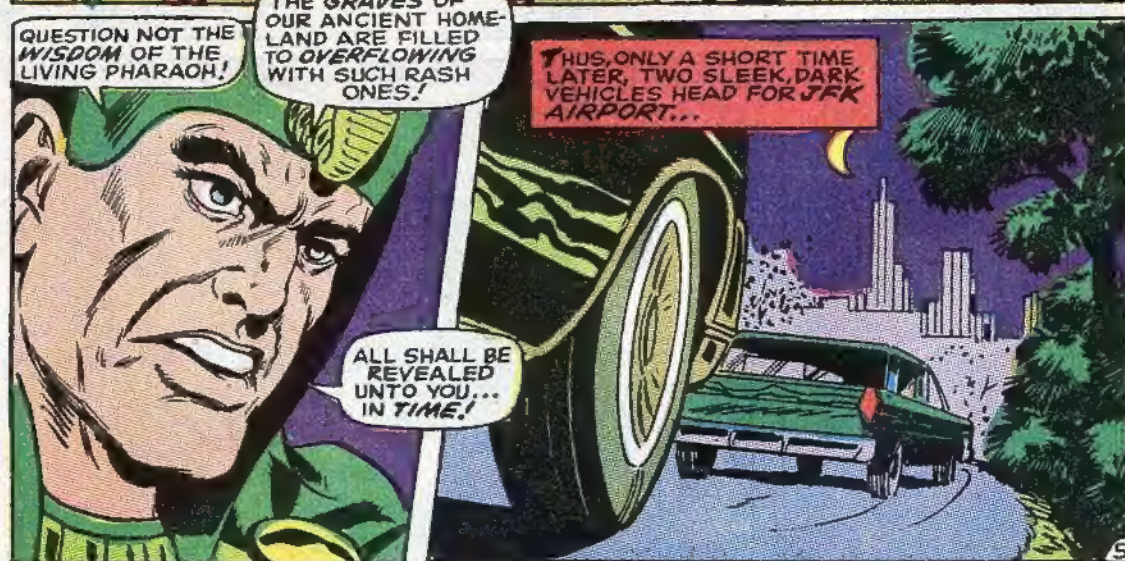
UNNNH!
THAT RAY OF HIS--
KNOCKED ME OFF
BALANCE...!

SINCE MY
ANKH'S BEAMS
SEEM MERELY TO
STUN YOU--



I AM FORCED
TO RESORT
TO A MORE
DIRECT
ATTACK!

WAA! HE'LL
FIGHT NO MORE
AFTER THAT
BLOW!



THEIR ULTIMATE DESTINATION...THE
LAND OF THE ETERNAL SPHINX...!

A MUMMY. EH?
THAT'S STRANGE!

I WASN'T AWARE
OF ANY EXHIBITIONS
IN THE CITY JUST
NOW...!

IT IS...A
PRIVATE
SPECIMEN!

IS THERE
SOME
IRREGULARITY
IN MY PAPERS,
MY FRIEND?

NO, NO...EVERYTHING'S
IN ORDER!

IN FACT, IT'S
GOOD TO SEE
SUCH THINGS
RETURNING
TO THEIR
LAND OF
ORIGIN!

YES...
YES...
THAT
IS
HOW
IT IS!

YOU
MIGHT
SAY WE
ARE
TAKING
HIM
HOME...

...FOR
BURIAL!

...AWAKEN,
FOOL!

WE ARE IN FLIGHT!
YOUR MUFFLED
CRIES CAN
ENDANGER
US NO LONGER!

MM MFF!

IT'S DARK...PITCH
BLACK! NO!

THERE'S SOME SORT
OF SKIN-TIGHT HOOD...
COVERING MY
WHOLE HEAD!

A SENSIBLE
PRECAUTION
AGAINST YOUR
APPARENT
MUTANT
POWERS, MY
FRIEND!

AND, PLEASE DO NOT INSULT
MY INTELLIGENCE BY
ATTEMPTING TO REMOVE IT!

AS YOU SEE...
THAT IS QUITE
IMPOSSIBLE!

IT ADHERES
TO YOUR VISOR...
SO THAT YOU CAN-
NOT OPEN IT!

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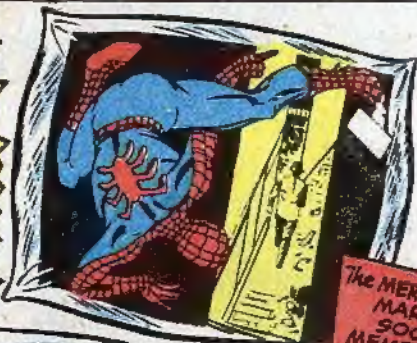


TWO MORE TRIUMPHS FOR MARVEL...!

NOW ON SALE!



**IT'S BRAND NEW!!
MARVEL'S SWINGIN'
INFLATABLE
PLASTIC PILLOWS!**



THE MERRY MARVEL MARCHING SOCIETY MEMBERSHIP KIT!

INTRODUCING THE LATEST, MOST ORIGINAL MARVEL MERCHANDISING MASTERPIECES EVER... THREE DIMENSIONAL SUPER-HERO PLASTIC PILLOWS THAT CAN HOLD MORE WEIGHT THAN YOU CAN SHAKE A FORBUSH AT! YOU CAN BANG 'EM! TOSS 'EM! EVEN LET 'EM **HANG LOOSE** ON THE WALL! ...EITHER **SPIDER-MAN** OR **THOR**, IN FULL COLOR YET!



ALL NEW MEMBERSHIP KIT... AN OFFICIAL RECORDING OF M.M.M.S. SONG... SWINGIN' STICKERS OF EIGHT MARVEL HEROS... A NUTTY NEW NOTE PAD... A MARVEL MINI-BOOK... A MARVEL PENCIL... AN M.M.M.S. CERTIFICATE... YOUR OWN MEMBERSHIP CARD... **ALL FOR ONLY \$1.00**
PRESENT MEMBERS: SEND US YOUR MEMBERSHIP NUMBER AND WE'LL SEND YOU NEW KIT FOR 75¢!

\$1.50
PLUS 15¢
FOR POSTAGE
AND HANDLING

I'D LIKE _____ SPIDER-MAN PILLOWS.
I'D LIKE _____ THOR PILLOWS.
TOTAL → _____

SEND TO:
MARVEL COMICS GROUP, DEPT. PP
625 MADISON AVE. NYC. N.Y. 10022

NAME _____
ADDRESS _____
CITY _____ STATE _____
ZIP _____

SEND NO CASH! CHECK OR MONEY ORDER ONLY.



OKAY, MADMEN... HERE'S MY HARD-EARNED CASH, WHICH I'M SENDING YOU AT:
**M.M.M.S. MARVEL COMICS GROUP DEPT. A.J.
625 MADISON AVE. N.Y.C. N.Y. 10022**

NAME _____
ADDRESS _____
CITY _____ STATE _____
ZIP _____

**PLEASE! SEND NO CASH!
CHECK OR MONEY
ORDER ONLY!**

ADD 20¢ EXTRA FOR EACH CANADIAN AND EUROPEAN ORDER! ALLOW 3-4 WEEKS FOR DELIVERY!

JIM DRISCOLL IN *The Race to Danger*



JIM AND BOBBY VISIT THE 'PITS' AT THE SPRINGFIELD RACE TRACK.

THE JUDGES SAY WE CAN'T RACE OUR RADIO-CONTROLLED CAR WITH-OUT A DRIVER. NO TIME TO FIND A DRIVER. THE RACE STARTS IN 3 MINUTES.

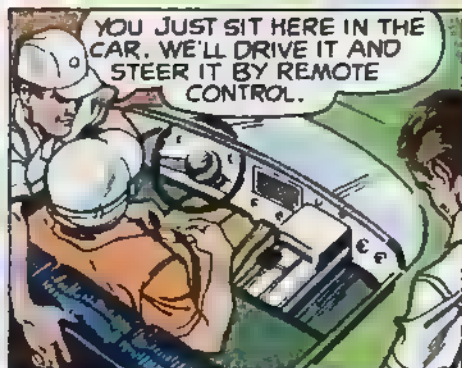


HOW ABOUT ONE OF THESE BOYS?

YEAH THE OLDEST ONE THE FELLOW WEARING THE LEES.



ME? SURE I'LL DO IT.



YOU JUST SIT HERE IN THE CAR. WE'LL DRIVE IT AND STEER IT BY REMOTE CONTROL.



ON THE 10th LAP - TROUBLE!!

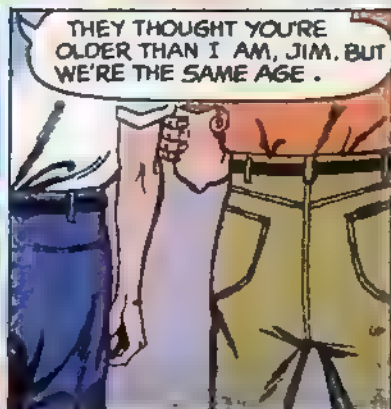
JIM JIM. WE'RE LOSING CONTROL. YOU'LL HAVE TO REALLY DRIVE!



I'VE NEVER DRIVEN A REAL CAR. BUT I KNOW A FEW TRICKS FROM MY MODEL CAR RACING.



THE WINNER! JIM DRISCOLL.



THEY THOUGHT YOU'RE OLDER THAN I AM, JIM. BUT WE'RE THE SAME AGE.



YOU STILL WEAR KID CLOTHES, BOB

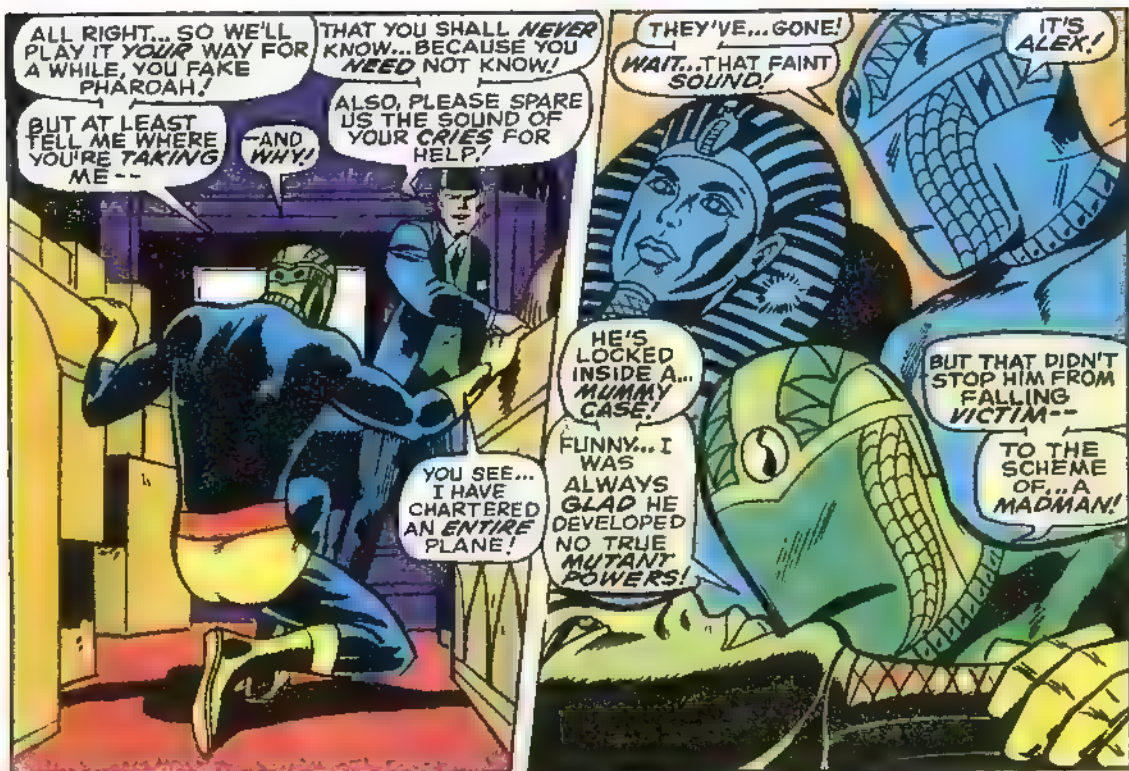
I'M WEARING LEE LEENS LIKE THE HIGH SCHOOL GUYS.

BOYS! ARE YOU OLD ENOUGH TO WEAR LEES? HIGH SCHOOL AND JUNIOR HIGH GUYS WEAR LEE LEENS - HOW ABOUT YOU? IT'S TIME TO GET OUT OF KIDDY CLOTHES AND GET INTO LEE LEENS. THEY'RE TOUGH! THEY'RE TIGHT!

LEE Leens®
the grown-up pants



H. D. Lee Company, Inc., Dept. A, P.O. Box 442, S. Andover, Mass. 01861-0442. TEL: 978-685-1111. ALL 4-A LABELS & C.A.A.



ALL RIGHT... SO WE'LL
PLAY IT *YOUR* WAY FOR
A WHILE, YOU FAKE
PHAROAH!

BUT AT LEAST
TELL ME WHERE
YOU'RE TAKING
ME--

AND
WHY!

THAT YOU SHALL *NEVER*
KNOW... BECAUSE YOU
NEED NOT KNOW!

ALSO, PLEASE SPARE
US THE SOUND OF
YOUR *CRIES* FOR
HELP!

YOU SEE...
I HAVE
CHARTERED
AN *ENTIRE*
PLANE!

HE'S
LOCKED
INSIDE A...
MUMMY
CASE!

FUNNY... I
WAS
ALWAYS
GLAD HE
DEVELOPED
NO TRUE
MUTANT
POWERS!

THEY'VE... GONE!
WAIT... THAT FAINT
SOUND!

IT'S
ALEX!

BUT THAT DIDN'T
STOP HIM FROM
FALLING
VICTIM--

TO THE
SCHEME
OF... A
MADMAN!

AND, AT THAT MOMENT, AS
THE MIND OF SCOTT
SUMMERS WRITHES IN
MENTAL AGONY...

IT'S SCOTT--
HE'S IN THAT
PLANE!!

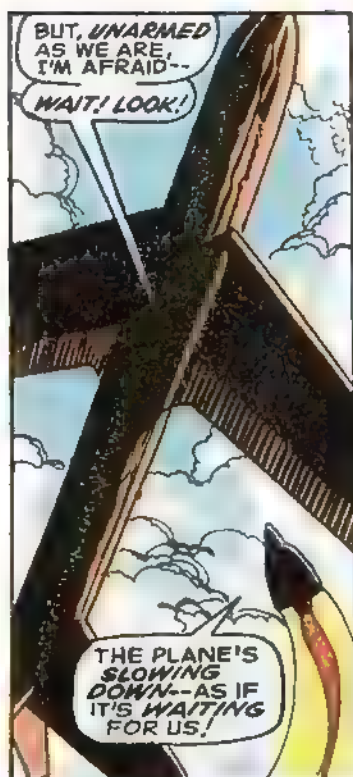
I SUDDENLY
STARTED
RECEIVING
AGAIN!

THAT MEANS--
HE'S ALIVE!
THANK THE
LORD!

THEN STEP
ON THE GAS,
BEASTIE BABY!

I'VE GOT A HUNCH
THAT CRATE ISN'T
GONNA STOP TILL IT
SEES A PYRAMID!

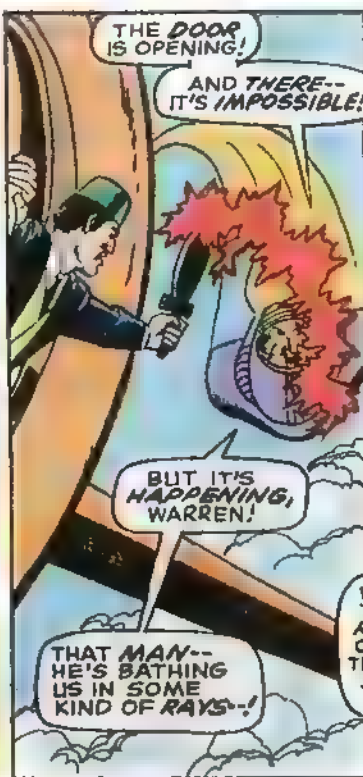
I ADMIRE YOUR
ARISTOTELIAN
FLAIR,
MASTER
DRAKE...



BUT, UNARMED
AS WE ARE,
I'M AFRAID--

WAIT! LOOK!

THE PLANE'S
SLOWING
DOWN--AS IF
IT'S WAITING
FOR US!



THE DOOR
IS OPENING!

AND THERE--
IT'S IMPOSSIBLE!

BUT IT'S
HAPPENING,
WARREN!

THAT MAN--
HE'S BATHING
US IN SOME
KIND OF RAYS--!



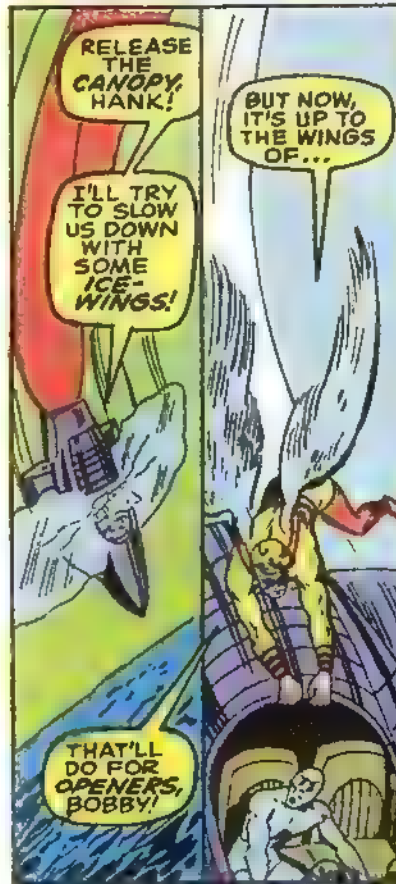
WE'LL WORRY ABOUT THE
HOWS OF THE THING LATER!

RIGHT
NOW,
WE'RE
DROPPIN'
LIKE A
WOUNDED
DODO!

AND WE MAY
SOON BE JUST
AS EXTINCT,
LAD!

WHEN I
TRIED TO
REVERSE
OUR FALL--
THE JOY-
STICK
BROKE!

SNAP!



RELEASE
THE
CANOPY,
HANK!

I'LL TRY
TO SLOW
US DOWN
WITH
SOME
ICE-
WINGS!

THAT'LL
DO FOR
OPENERS,
BOBBY!



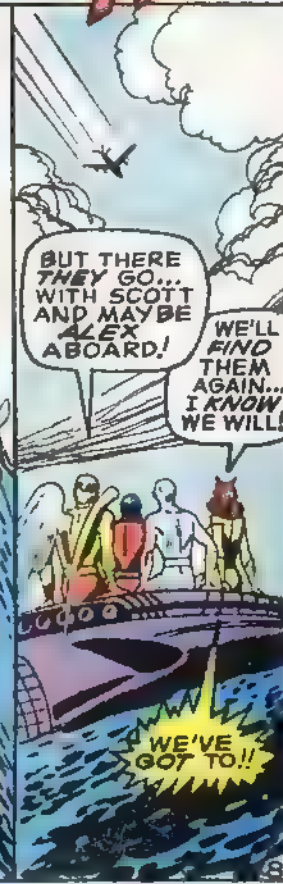
BUT NOW,
IT'S UP TO
THE WINGS
OF...

**...THE
ANGEL!**

KEEP 'EM
FLAPPIN',
FLYBOY!

WE'RE GONNA
HIT--NOW!

**WE
MADE
IT!**



BUT THERE
THEY GO...
WITH SCOTT
AND MAYBE
ALEX
ABOARD!

WE'LL
FIND
THEM
AGAIN...
I KNOW
WE WILL!

**WE'VE
GOT TO!!**



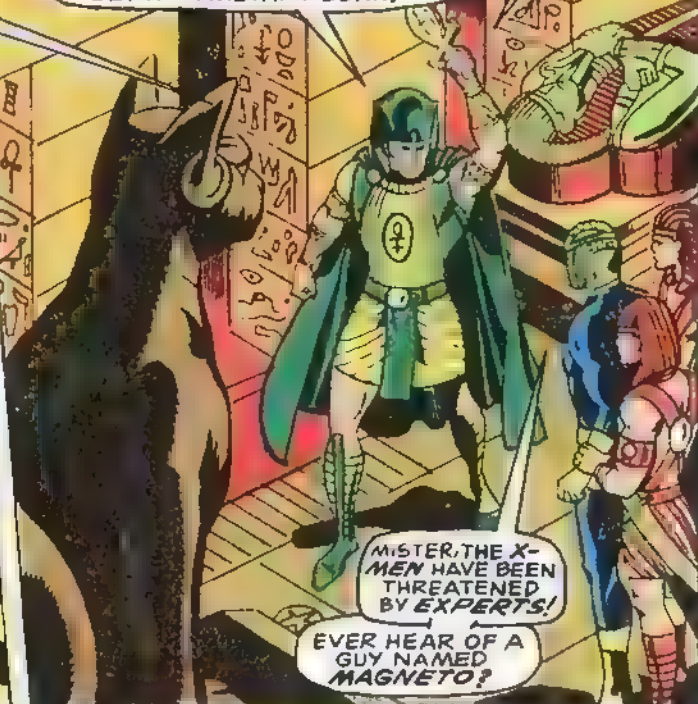
NO ONE SHALL
EVER FIND US
HERE...

NO ONE!!

I HAVE BROUGHT YOU HERE...INSIDE
A TOMB WHICH WAS OLD WHEN THE
REST OF THE WORLD WAS SAVAGE
JUNGLE...

THAT YOU AND THE ONE CALLED
ALEX MAY DIE DEATHS THAT
BEFIT A MUTANT BORN!

BUT MAKE
NO MISTAKE...
DIE YOU SHALL!



MISTER, THE X-
MEN HAVE BEEN
THREATENED
BY EXPERTS!

EVER HEAR OF A
GUY NAMED
MAGNETO?



BAH! YOUR
INFANTILE
MOUTHINGS
BEGIN TO
TIRE ME...



BUT I MUST
BE PATIENT...
FOR THEY ARE
ALMOST AT
AN END!



AND NOW, IF YOU WILL
EXCUSE ME...

I MUST GO TO PREPARE
MYSELF, IN MOST REGAL
MANNER...

FOR A MIRACLE
WHICH YOU COULD
NOT BEGIN TO
COMPREHEND!



HE'S GONE
AGAIN!

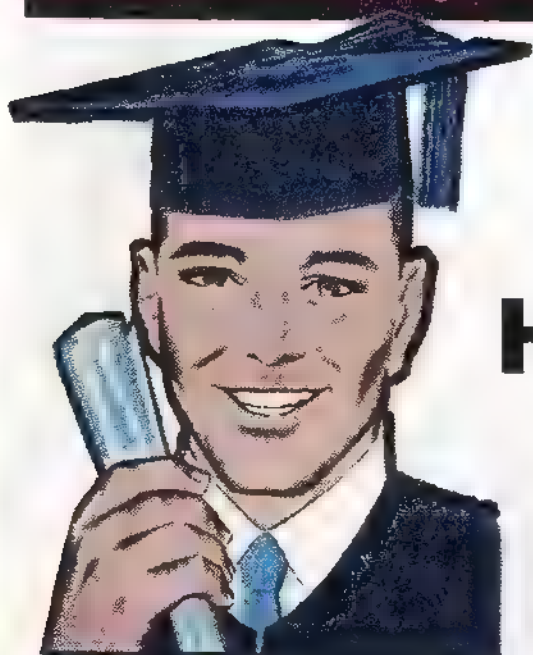
THAT GUY IS A
BIG ONE FOR
DRAMATIC
EXITS!

BUT, JUDGING BY MY WET
FEET, THAT'S THE LEAST
OF MY WORRIES NOW!

I'M IN BIG TROUBLE, AND
SO IS ALEX--UNLESS--

CONTINUED AFTER NEXT PAGE

Second chance for high school drop-outs to get a diploma



Now you can Finish High School at home

**EARN A DIPLOMA IN YOUR SPARE TIME
WITHOUT LOSING A DAY'S PAY**

QUALIFY FOR A BETTER JOB HIGHER PAY • GREATER SECURITY

\$75,000 extra income in a lifetime

U.S. Government figures show the average high school graduate earns \$75,000 more than the non graduate. Here's what you can do with the extra money:



Live in a home of your own in a fine neighborhood

Drive a new car, provide other luxuries for your family.



Watch your savings account grow — enjoy real security.

HERE'S A NEW, easier way for anyone over 17 to finish high school at home — with just a few hours a week of spare-time study. You don't have to go back to school — school comes to you.

This new, streamlined program is offered by Academy for Home Study. It was planned especially for working men and women who need a diploma to get ahead and can't take time out to go back to classroom study. It offers these advantages:

- **Full Credit for Previous Schooling**
- **Simplified Lessons • Very Little Writing**
- **True-False Multiple-Choice Tests**
- **Qualified Teachers • Easy-to-Read Text Books**

A diploma means a lot today — in prestige and in cash, and in greater job opportunities — increased job security.

Get the Full Story—FREE

Send for Academy's FREE booklet. It tells you how you can finish high school at home. Low cost, easy terms. You will also receive *free* a valuable Government booklet with advice for drop-outs, and a self-scoring test of your general knowledge. You may discover you are much closer to completing high school than you imagined. Mail coupon below today. Academy, 425 South Dearborn, Chicago, Illinois 60605.



ACADEMY FOR HOME STUDY

425 S. Dearborn, Dept. 88-911, Chicago, Illinois 60605

Please rush FREE booklet on how to finish high school at home, also free Government booklet and self-scoring test. No obligation.

Name.....Age.....

Address.....Apt. No.....County.....

City & State.....Zip No.....

Accredited Member National Home Study Council

964



WAIT!
I HEARD THE
PHARAOH'S
STOOGES
PUT DOWN HIS
MUMMY CASE...
RIGHT ABOUT
HERE...



JUST LIKE I THOUGHT!
THE TOP IS LOOSE...
OLD... READY TO
SPLINTER!

IT HAD TO BE
...OR HE'D
HAVE
SMOTHERED
LONG AGO!



GOOD THING...THIS
HOOD IS TAKING...
THE BRUNT OF MY
BLOWS!

OTHERWISE--
THERE--IT'S
GIVING!

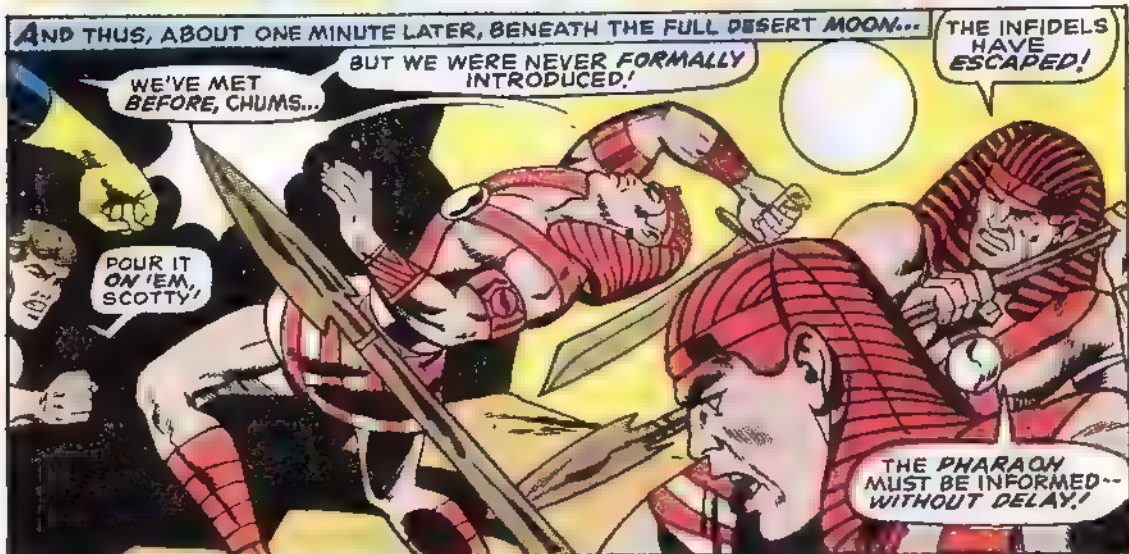


YOU DID IT, BROTHER
MINE!

HAVE YOU
OUT OF
THERE IN
A SEC!

GOOD!
AND THEN...

IF YOU CAN
JUST DIG UP AN
EXCEDRIN...



AND THUS, ABOUT ONE MINUTE LATER, BENEATH THE FULL DESERT MOON...

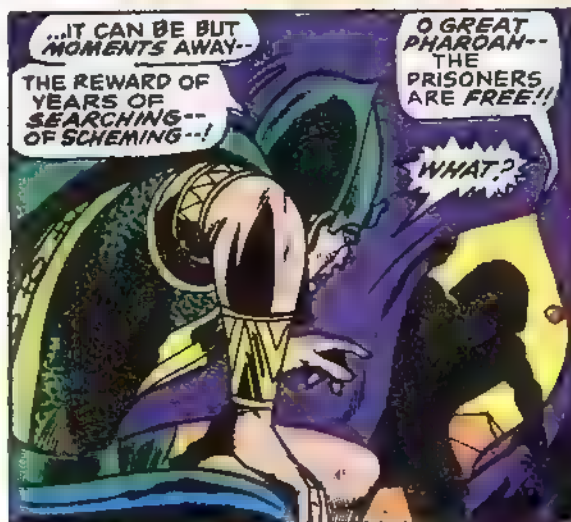
WE'VE MET
BEFORE, CHUMS...

BUT WE WERE NEVER FORMALLY
INTRODUCED!

THE INFIDELS
HAVE
ESCAPED!

POUR IT
ON 'EM,
SCOTTY!

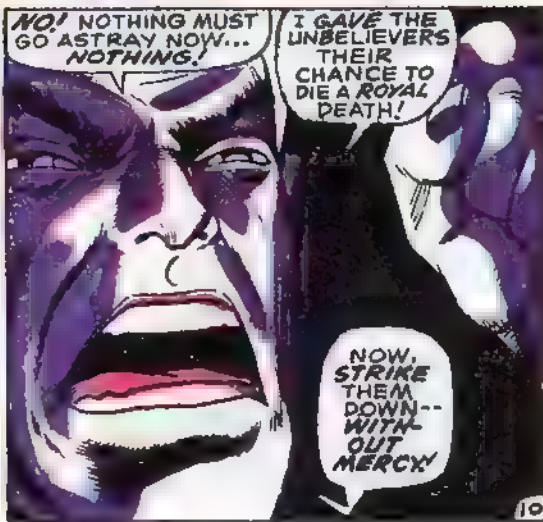
THE PHARAOH
MUST BE INFORMED--
WITHOUT DELAY!



...IT CAN BE BUT
MOMENTS AWAY--
THE REWARD OF
YEARS OF
SEARCHING--
OF SCHEMING--!

O GREAT
PHARAOH--
THE
PRISONERS
ARE FREE!!

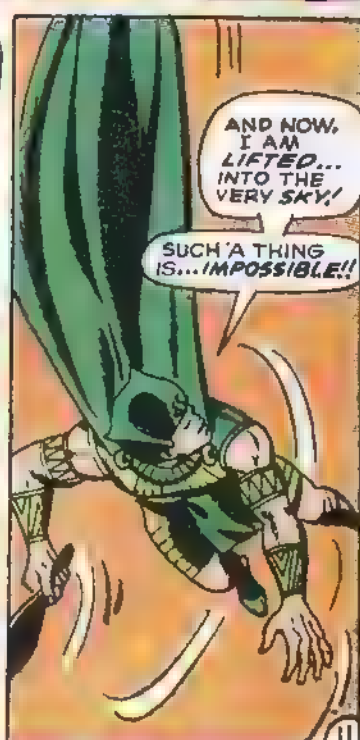
WHAT?!



NO! NOTHING MUST
GO ASTRAY NOW...
NOTHING!

I GAVE THE
UNBELIEVERS
THEIR
CHANCE TO
DIE A ROYAL
DEATH!

NOW,
STRIKE
THEM
DOWN--
WITH-
OUT
MERCY



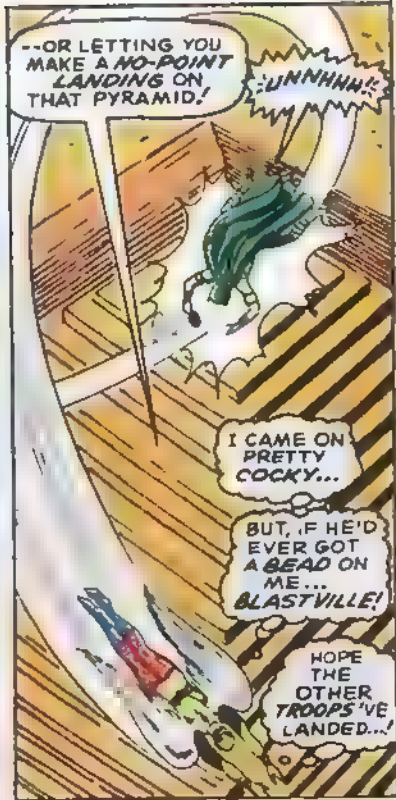


YOU HIT THE NAIL ON THE HEAD, CHUM!

SO, NATURALLY, I'M NOT REALLY HOISTING YOU BY YOUR OWN PETARD...



AND, I'M NOT REALLY TURNING YOU INTO A MAKESHIFT MERRY-GO-ROUND...



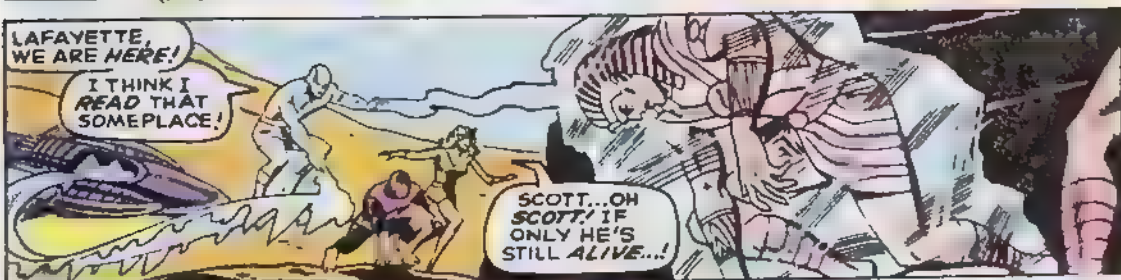
--OR LETTING YOU MAKE A NO-POINT LANDING ON THAT PYRAMID!

UNNNHHH!

I CAME ON PRETTY COCKY...

BUT, IF HE'D EVER GOT A BEAD ON ME... BLASTVILLE!

HOPE THE OTHER TROOPS 'VE LANDED...



LAFAYETTE, WE ARE HERE!

I THINK I READ THAT SOMEPLACE!

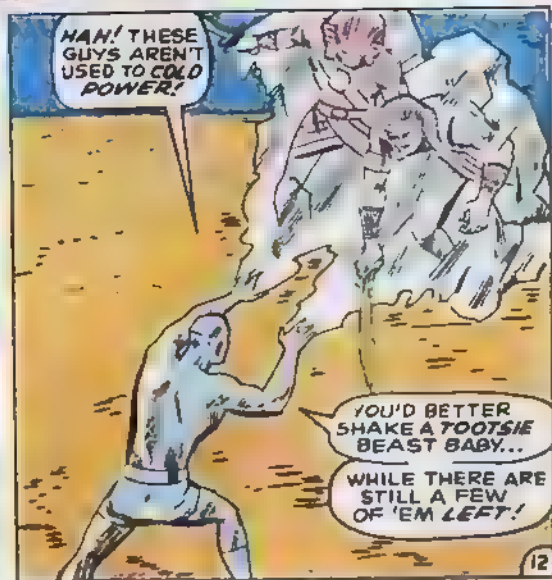
SCOTT...OH SCOTT! IF ONLY HE'S STILL ALIVE...



JEAN--AND THE OTHERS! THANK THE LORD!

MY ORTIC BLASTS WERE GETTING WEAKER BY THE SECOND!

AND, I WAS AFRAID FOR ALEX... WITH NO MUTANT POWER TO HELP HIM!



MAN! THESE GUYS AREN'T USED TO COLD POWER!

YOU'D BETTER SHAKE A TOOTSIE BEAST BABY...

WHILE THERE ARE STILL A FEW OF 'EM LEFT!



DON'T DEVELOP AN ULCER ON MY ACCOUNT, LAD!

THERE REMAINS A SUFFICIENT QUANTITY TO CONSTITUTE A QUORUM!

KLUK!



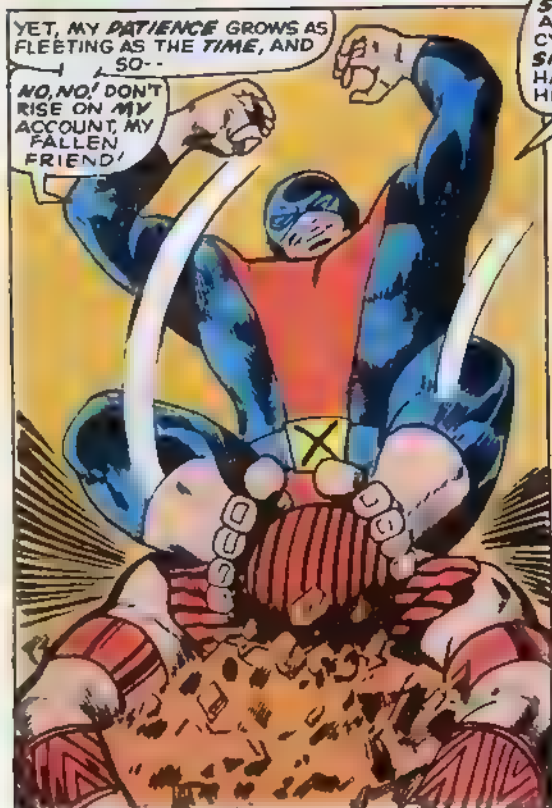
WHERE IS THE LIVING PHARAOH?

ONLY HE CAN SAVE US N--

OWWWW!

SYLLABLE AND SYNTAX MAY COME AND GO, IT SEEMS...

BUT A GROAN IS A GROAN...EVEN TRANSLATED FROM THE HIERATIC!



YET, MY PATIENCE GROWS AS FLEETING AS THE TIME, AND SO--

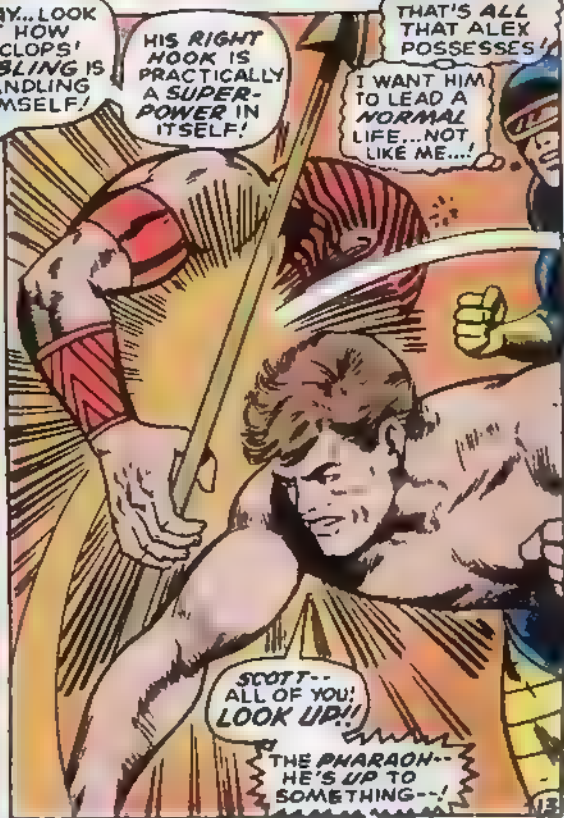
NO, NO, DON'T RISE ON MY ACCOUNT, MY FALLEN FRIEND!

SAY...LOOK AT HOW CYCLOPS! SIBLING IS HANDLING HIMSELF!

HIS RIGHT HOOK IS PRACTICALLY A SUPER-POWER IN ITSELF!

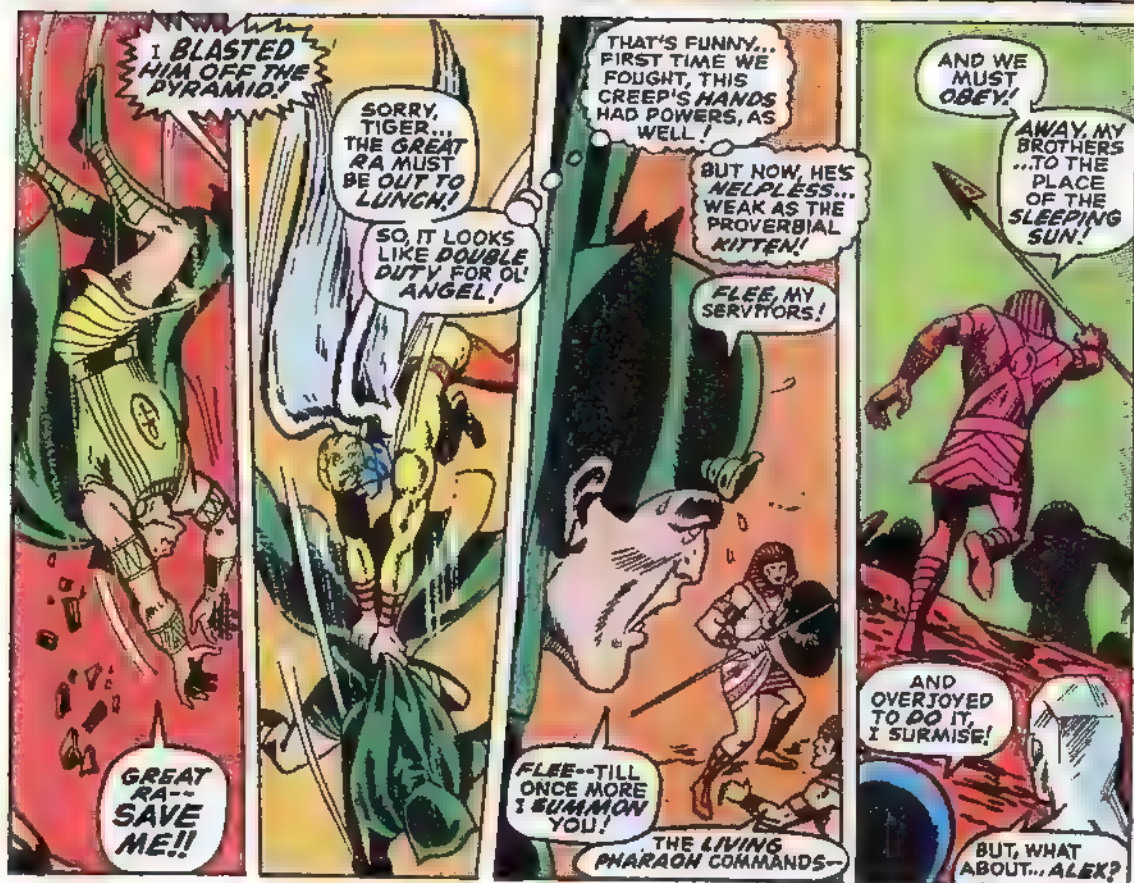
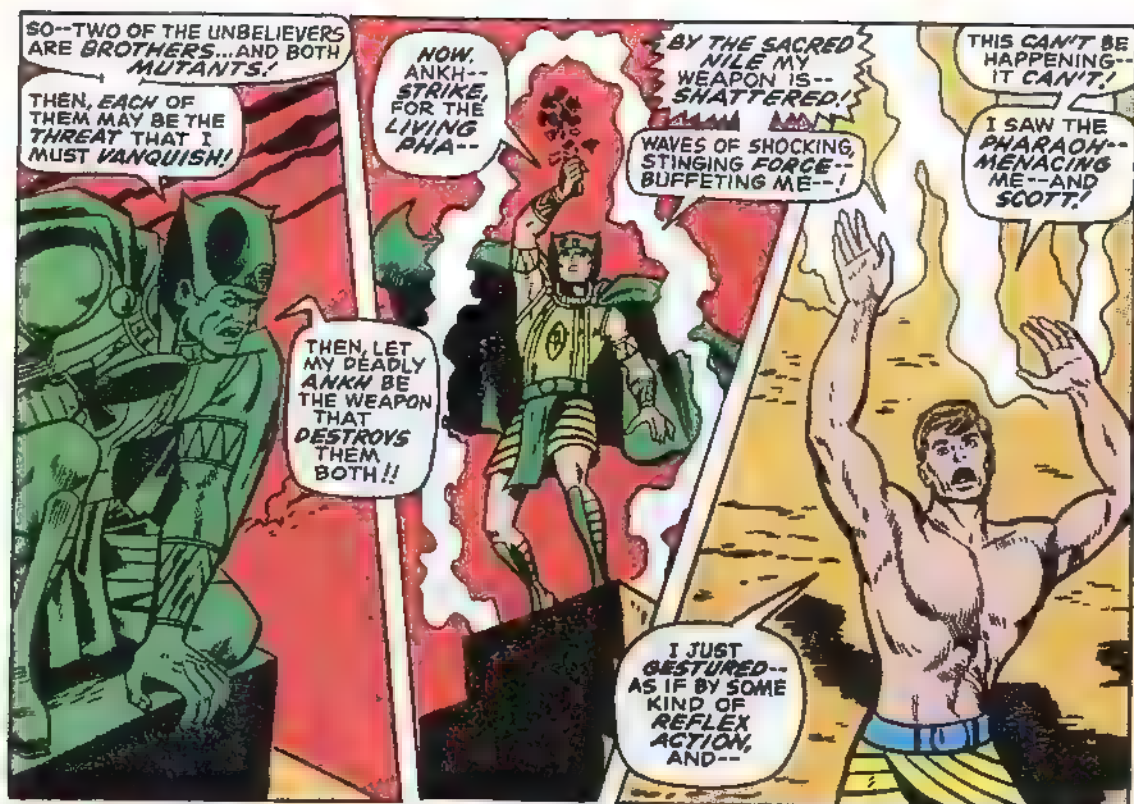
THANK HEAVEN THAT'S ALL THAT ALEX POSSESSES!

I WANT HIM TO LEAD A NORMAL LIFE...NOT LIKE ME...



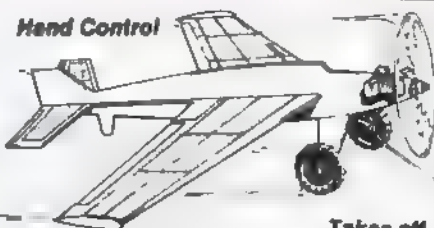
SCOTT-- ALL OF YOU! LOOK UP!!

THE PHARAOH-- HE'S UP TO SOMETHING--!





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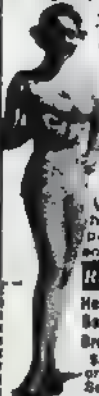
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THE ORIGINS OF THE UNCANNY X-MEN!™

"WHERE ANGELS DARE TO TREAD!"

THERE'S THE KIND OF
SCENE I WAS
LOOKING FOR...
RIGHT BELOW
ME!

THEN, HERE'S
WHERE LITTLE OL'
NEW YORK GETS ITS
FIRST TANTALIZIN'
TASTE OF...

THE
ANGEL!

WINTER, 1963. A WAITING WORLD
STILL BASKS IN IGNORANCE OF
...NAMES IT WILL SHORTLY IDOLIZE
...NAMES LIKE THE BEATLES,
BARBRA STREISAND, THE AMAZING
SPIDER-MAN, AND...PERHAPS...
THE AVENGING ANGEL ...!

ANOTHER TIME-WAS TRIUMPH BY:
STAN LEE EDITOR
ROY THOMAS WRITER
WERNER ROTH ARTIST
INKED AND LETTERED BY
SAM GRANGER





THEN, HERE'S
WHERE I WING
IN FOR THE
KILL

AND START
THE LEGEND
OF THE
AVENGING
ANGEL ROLLING!

SOMEBODY'S
CHASIN' ME--
A GUY WITH
WINGS!



YOU GOT
ME
CORNERED!

BUT, *WHATEVER*
YOU ARE, THEM
FAKE WINGS
DON'T FOOL
BIG ALBERT!

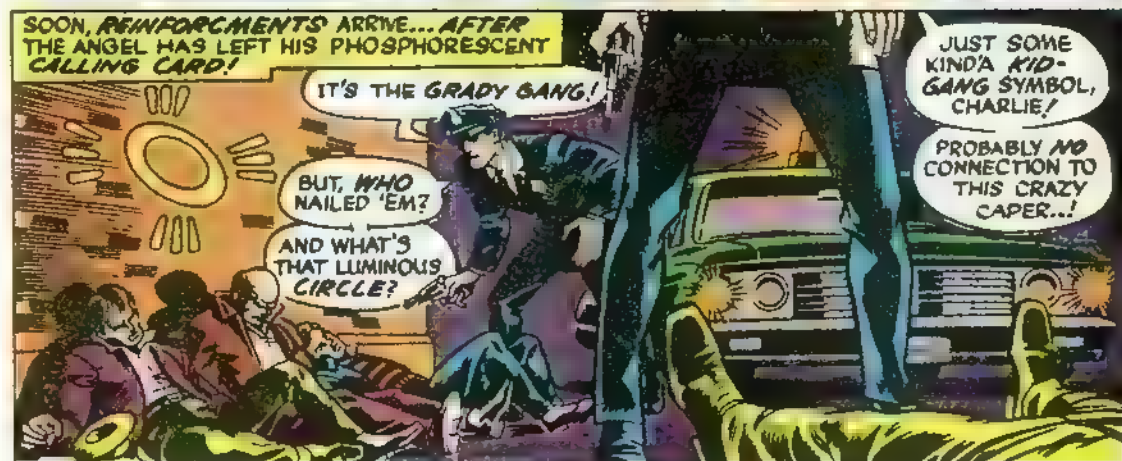


THE WINGS
ARE REAL,
RAT!

AND, THE
NAME IS...THE
AVENGING
ANGEL!

GLASS
JAW,
HUH?

POW!



SOON, REINFORCEMENTS ARRIVE... AFTER
THE ANGEL HAS LEFT HIS PHOSPHORESCENT
CALLING CARD!

IT'S THE GRADY GANG!

BUT, WHO
NAILED 'EM?

AND WHAT'S
THAT LUMINOUS
CIRCLE?

JUST SOME
KIND-A KID-
GANG SYMBOL,
CHARLIE!

PROBABLY NO
CONNECTION TO
THIS CRAZY
CAPER...!



...NOR WERE THE CAPTURED
CRIMINALS ABLE TO
SHED MUCH LIGHT ON
THEIR CAPTURE!

...BUT ONE PARTIALLY-
DEAF MEMBER
OF THE GANG
CLAIMS HE WAS
ATTACKED BY
A MAN WITH
WINGS!

HOWEVER HE
IS A KNOWN
PATHOLOGICAL
LIAR!

WHAT?

JUST MY
LOUSY
LUCK!

THOUSANDS OF TWO-BIT
HOODS IN THIS TOWN...AND
OL' WARREN'S GOTTA
PICK OUT A KNOWN LIAR!

--WHO DIDN'T
EVEN CATCH
MY FANCY
NEW NAME!

OH WELL,
TOMORROW
IS ANOTHER
DAY!

CONTINUED AFTER NEXT PAGE

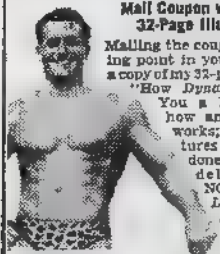
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115 East 23rd St., New York, N. Y. 10010

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☐ Slimmer Waist and Hips ☐ More Solid Weight
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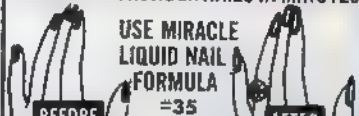
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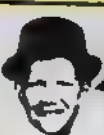
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writes Carl B. Rudd, Jr.

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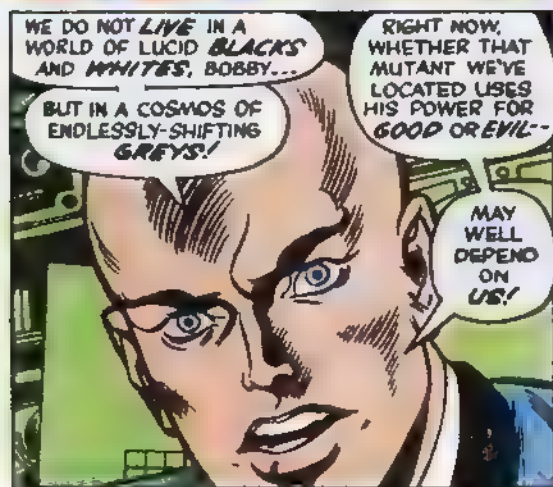
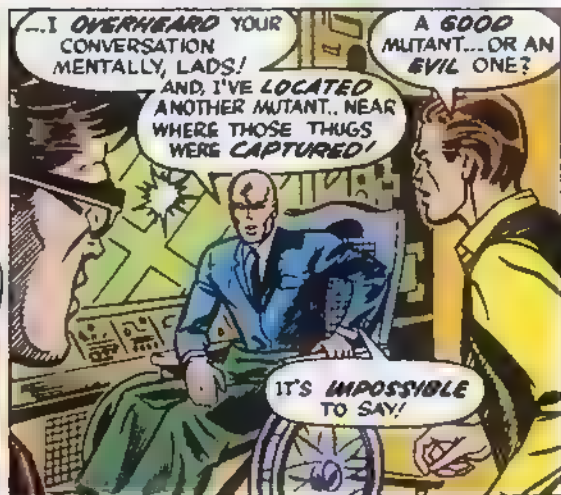
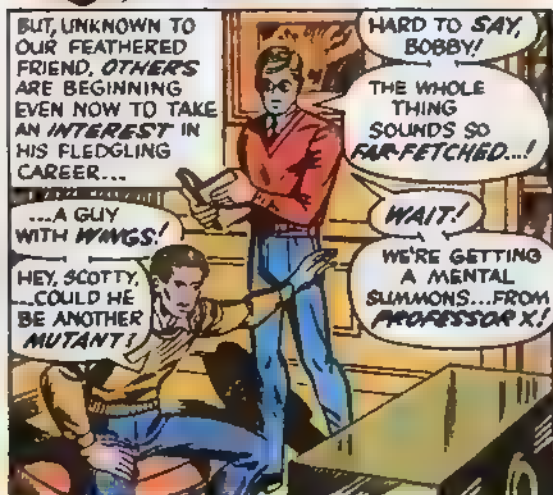
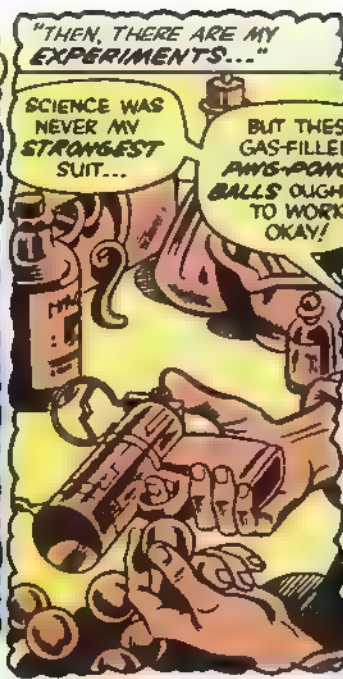
Light one in an ash tray. Creates huge cloud of white smoke. Sensational surprise effect listed for T.V., movies, etc.

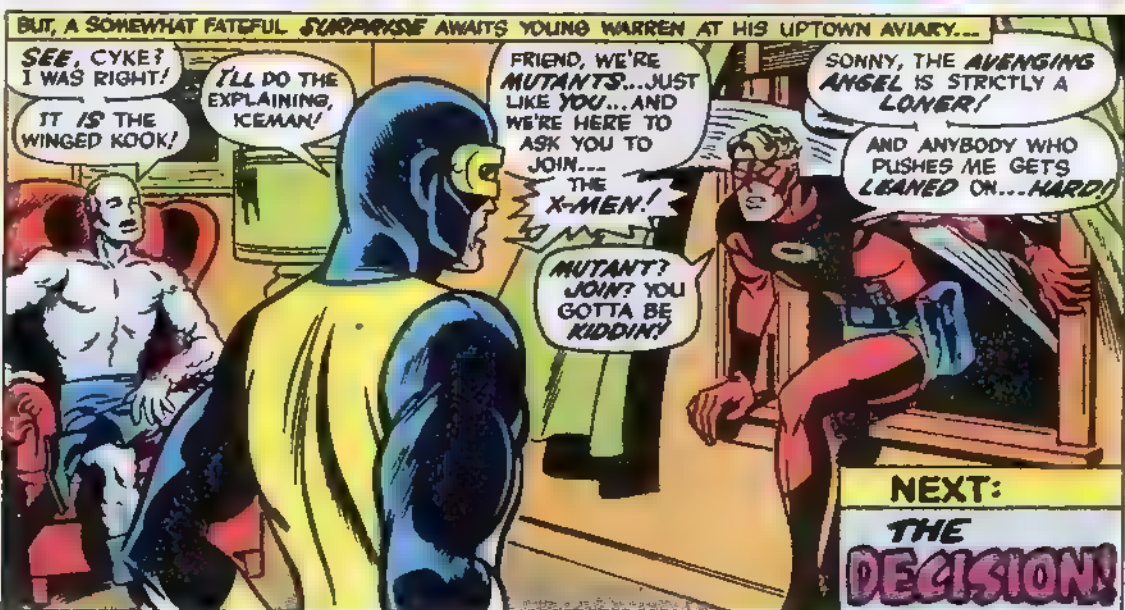
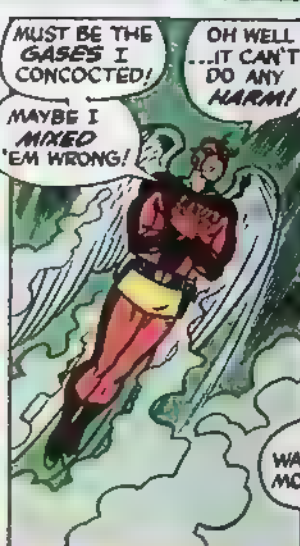
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IRRELEVANT ITEMS OF LASTING INCONSEQUENCE!

ITEM As these imperishable words are written STAN THE MAN is being ineptly interviewed for a tiny feature article about mighty Marvel in the February issue of EYE Magazine! And if you dare to miss it — SNEESH! But our leader better hurry, cause he's due to deliver a liting lecture at the Columbia School of Journalism in a few hours — after which he'll be winging his way south to Duke University to conduct a symposium or colloquium, teach a class or hold a major lecture. As the irresistible invitation so delightfully put it: The only thing that's worrying the rest of the Bullpen is — where does Smiley get the time to write more complete full-length epics per month than any other man in history?

ITEM In case we haven't told you disc jockeys around the country such as WWWE's SICK VIC ALLEN in sunny Florida have been requesting actual scripts of FF SPIDEY OR STRANGE and other Marvel masterworks to record and read verbatim over the air. Sounds like a real glibby kick to us — so be listening for them, hear? The way things are going they'll probably start popping up all over! (And of course we're kinda proud of the fact that these radio pros feel the quality of our dialogue is worthy of prime time radio broadcasting with virtually no editing or revisions!)

ITEM While we're at it, here's another nice note! The prestigious publishing house of Geo. A. Pflaum has recently produced a fascinating new book entitled EXPLORING THE FILM by William Kuhns and Robert Stanley. What has that to do with Marvel you ask? Well, there's an entire chapter devoted to pictorial angles — and it features twenty full pages of SPIDER MAN battling the RHINO as an illustrative example. Incidentally, author BOB STANLEY visited with SMILEY a few days ago and revealed himself to be another merry Marvel madman — as well as one of the best informed and truly with it academicians we've met since Honest Irv!

ITEM Speaking of interesting visitors — and we've had 'em all from famous director FEDERICO FELLINI to prize-winning playwright WILLIAM GIBSON to the master satirist HARVEY KURTZMAN — we have a new one to add to our riotous roster. So, say hello to ZIRA BOGDANOVIC film TV, and jazz critic for NIN the weekly magazine in Belgrade Yugoslavia. Me's visiting the U.S. under the exchange program sponsored by the Ford Foundation. I know it's a funny thing — so many scholars are spending so much time studying Marvel, that if we had any sense, we'd head for the hills — before they seal us in pickle jars! PAX ET JUSTITIA!

STAN'S SOAPBOX

Okay, it's time for our moment of truth! We know you were promised a new INHUMANS mag by this time — and we know you're still Inhumanless! Some of you think we've just forgotten — others think we've changed our minds and haven't bothered to clue you in. Still others think we didn't want the extra work. But the straight scoop is — we started using a new printer some months back — (You've probably already noticed the vast improvement in the clarity and brilliance of our coloring) — but the printing changeover meant we were given a new set of deadline dates — dates which require our mags to be produced even faster than before! Hence, we once again were temporarily forced to abandon our plans for new titles until we could catch our breath. However, we're starting to get on schedule again, so maybe THIS will some day be known as The Year Of The Inhumans!

Honestly, we wish there were time for us to personally explain many of the things we do — things which are occasionally misunderstood or misinterpreted by you frantic ones. For example, we sometimes get angry letters, berating us for having taken a certain artist off a certain strip. Usually you, the reader, think the move was made because we simply wanted to make a change — whereas the actual reason may be totally different. Artists are often transferred at their own request because they've grown bored with a strip — or because they feel they can't draw it as quickly as another strip — or because another artist is ill or on vacation, and needs a replacement — or because we feel there is another strip which is more important for that artist to do — or the other strip may be less popular, and we feel that it will increase in popularity if that artist is given a chance at it. There are some artists who insist on a certain inker — and certain inkers who prefer special pencils. Some artist/writer teams work better than others, and — in our never-ending effort to improve the quality of the mags you spend your hard-earned shekels on — we find ourselves continually changing, experimenting, and innovating — for though we often fall on our trusting little faces, we want you to know we're in there TRYING every minute!

Escalator!
Smiley

him. And the — but you want to hear yourself, piggy!

SUB-MARINER #13: Stunned by the seeming death of Dorma — battered by forces that defy description — this is our awe some, agonized Atlantean at his battling best! A must!

CAPTAIN MARVEL #13: Mar-Vell is confronted with a choice — gain revenge on Yon Rogg or save Carol Danvers from the MAN SLAYER — and wait! You learn his decision!

SHIELD #12: The bombshell British artist/writer team of Smith and Parkhouse has turned SHIELD against Fury in an electrifying saga you'll never forget!

DR. STRANGE #180: This one starts in Times Square — and ends up in the farthest reaches of Infinity — as our magical master takes on the legions of NIGHTMARE! And if he loses — a planet dies!

SQT FURY #65: The most senses-shattering war saga ever — and the simple shocking title says all you need to know. Eric Koenig TRAITOR!

CAPT SAVAGE #13: The hard hitting Raiders on special assignment in Europe! A weirdo title like Junk Heap Juggernauts! What else do you need to convince ya this one's a blast!

MARVEL SUPER-HEROES #20: At last! The most requested new solo star of all the one and only DR. DOOM! And talking about devilish foes — the fiendish Diablo returns! A collector's item!

MARVEL TALES #20: Who says there's a crowd? Nobody — not when that threesome is Spidey Thor, and the blazing Human Torch! Another bargain basement bomb shell from Marvel!

MILLIE THE MODEL #170 — CHILI #1 — MAD ABOUT MILLIE #1 — what more can we say? They're fast funny and far out! And nutty as it seems, they're among Marvel's TOP sellers!

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SILVER SURFER #5: The Stranger strikes! The Surfer walks the streets as a human! The Fantastic Four make a guest appearance. And that's only part of it!

COLLECTORS' ITEM CLASSICS #20: The fabulous FF — the ever-powerful Iron Man — and the dazzling Dr. Strange — in some of their greatest triumphs! Talk about bargains!

MIGHTY MARVEL WESTERN #4: Rawhide Kid — Two Gun Kid — and Kid Colt Outlaw! Three names towering above the rest — and all yours in one pistol-packed mag!

RAWHIDE KID #69: And now the Executioner! The most popular western hero of all — in his most suspenseful shoot out ever. This one you gotta see!



THE MIGHTY MARVEL CHECKLIST

Marvel-ous Mags On Sale Right Now!

NOT BRAND ECHM #13: The Simple Surfer soars again — Dr. Dranged scores again — while feeble Forbush Man snores again! And wait! You dig Auntie May's diary! The biggest smash yet!

FANTASTIC FOUR #86: This is it! It looks as though DR. DOOM has finally won! And then — we promise you the year's biggest surprise ending! (No, Irving — it wasn't a dream!)

SPIDER-MAN #72: A new artist on layouts! A great old super villain! And the return of a guy you thought we forgot! You'll be 'Rocked by the SHOCKER!'

AVENGERS #63: And in This Corner... Goliath! But it's a fearsome fighting mad Goliath you've never seen before — as our awesome Avengers undergo the most unexpected change of all!

DAREDEVIL #51: Yep, we've got another wild and woolly new arch-foe for DD to tangle with — and when it comes to action — this is for you!

THOR #183: Few are the earth-shattering villains strong enough to battle the Thunder God — but there is such a one — the merciless master of menace — the revenge ridden PLUTO!

CAPTAIN AMERICA #113: So, Cap is dead, eh? Well, then how do you account for what happens now? And would you have guessed the origin of MADAME HYDRA? It's sheer spectacle!

HULK #115: It looks like Old Super-Villains' Month here at Marvel — especially when the LEADER, truly the most dangerous of all, comes back to life — to trap the Hulk at last!

IRON MAN #13: The maddened man zovous CONTROLLER is still at large — and even ol' Shellhead seems helpless against

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Mutant Mail-Box

ADDRESS YOUR LETTERS TO:
THE MARVEL COMICS
GROUP, SECOND FLOOR
625 MADISON AVE.,
NEW YORK, N. Y. 10022

Dear Stan, Arnold, and Jim,

During the battles of the X-Men with the various groups dedicated to evil or the enslavement of mankind, there always seems to be an abundant supply of evil mutants, and the mutants who are for good are few and far between. Even indifferent mutants are hard to find. Why not recruit for the forces of good? The X-Men as veterans along with the Banshee could reopen Professor Xavier's School for Gifted Youngsters. Even better, Scott and Jean could work as a married couple (hint) with the younger mutants. If you insist on keeping the X-Men separated on individual missions, you could have case studies by one member told to the other members. Another idea is to have the X-Men working in the field, taking an honor student along with them each time for actual field practice. Or, you could have them going on a mission and taking a rookie along as a partner. Oh yes, I forgot to mention one other suggestion — the tutors could be such older mutants as the Banshee, Quicksilver, the Scarlet Witch, and a reformed Changeling. As an added touch, the students could wear the blue and yellow uniforms, then as time goes on receive the red belt, and finally upon graduation receive an individual uniform. This is practical because all of the X-Men were doing college work before the death of Professor X and they could get teaching positions with their various skills (i.e. The Beast could teach gym and English.) This type format would be your boldest step since AVENGERS #16, and it might prove even more exciting as it could be presenting a new variation each month, new characters, new interest, and new conflicts as only mighty Marvel can provide.

Joseph Cook, 5709-6th Ave.
Brooklyn, N. Y. 11231

It's a thought, Joe. The X-Men always said they'd carry on the Professor's sterling work . . . maybe this would be one of the best ways to do it. But we have a hunch they may wanna sort out their own hang-ups first, before they start worrying about other people's! And of course, there's a whole bunch of people, going by the names of Magneto, Mesmero, and quite a few more, who would object most strongly to such a project! Oh yes, we almost forgot, the collective voice of Marvel-dom just might wanna voice an opinion, too!

Dear Stan, Arnold, and Jim,

With great difficulty I must admit that I was greatly disappointed with X-MEN #51. This is in itself an amazing development as it has everything going for it; or should I say everyone. Stan Lee, Arnold Drake, Jim Steranko, and John Tortagliano. Still, I feel that the over-all effect was below par. Even though I am a great fan of Jim Steranko's artwork, I do not feel that his style fits the mood of the X-MEN. He just cannot capture the X-Men on paper the way Werner Roth did. I am all for Mr. Roth returning to his art chores of the feature X-Men adventure, not just the short origin bit. However, due to the inability of the X-MEN to achieve popularity of the other Marvel mag, this is probably impossible. Sometimes a change of artist helps, but in this case it did not. Werner Roth is the artist for the X-Men.

Usually Arnold Drake turns out a great script, but even he failed us this time. In my opinion, the X-Men have enough problems without adding dissension to the list. I do not know. Maybe I am a bit hard to please; but I just could not get behind this current X-Men adventure. Oh well! You can't win them all.

Shirley A. Gorman, 230 N. 25 Mile Ave.
Hereford, Texas 79045

Sorry you feel that way, Shirley. We kinda like the issues drawn by Jaunty Jim (but then again, you'll just say we're biased)! You'll have probably seen Werner back on the X-Men already. And, in the not too distant future, we'll be throwing a bombshell at ya that'll knock you outta your seat! Don't miss out on the action, Shirley—we guarantee even you'll be rocked by this new development!



Dear Stan, Arnold, and Jim,

Sometimes I wonder just when will your greatness cease! I just finished reading X-MEN #50. It was a gas! The idea of Lorna Dane being the daughter of Magneto was brilliant and the idea of the X-Men splitting up was fantastic! You guys should really be congratulated on such artistic work. I also like the life-stories of the X-Men at the end of each mag. Keep printing them!

Bill Cullen, 1618 E. Adams St.
Springfield, Ill.

As long as you keep reading them, Bill, we'll keep printing them!

KNOW YE THESE, THE HALLOWED RANKS OF MARVELDOM:

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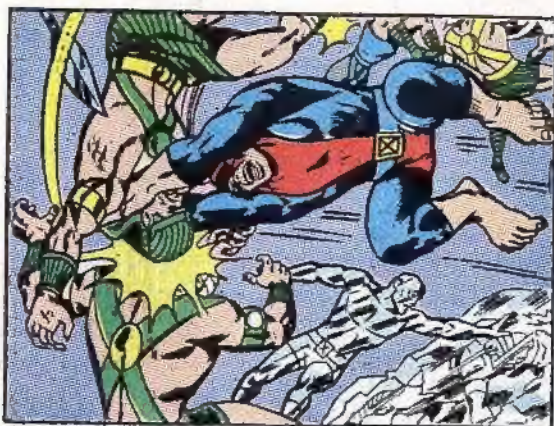
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Q.N.S. (QUITE 'NUFF SAYER)—A FORTUNATE FRANTIC ONE WHO'S HAD A LETTER PRINTED.

K.O.F. (KEEPER OF THE FLAME)—ONE WHO RECRUITS A NEWCOMER TO MARVEL'S ROLLICKIN' RANKS.

P.M.M. (PERMANENT MARVELITE MAXIMUS)—ANYONE POSSESSING ALL FOUR OF THE OTHER TITLES.

F.F.F. (FEARLESS FRONT FACER)—AN HONORARY TITLE BESTOWED FOR DEVOTION TO MARVEL ABOVE AND BEYOND THE CALL OF DUTY.



Dear Stan,

What with your wholesale shift of authors and artists, I can't keep up, so I'll just address this to you and you can bask in the sunshine or sulk in the darkness of my complaints. (Sound familiar Stan? Check the third letter in the Mutant Mail-Box #52.) Glad to see Heck and Roth back on X-Men art again. How long are they here for this time? The guise of Erik the Red proved once and for all that Cyclops is the equal of Magneto in the raw power department. (But what's with the power bursts from Erik's-Cyke's hands?) Is this a new development in his power? And I just noticed something else. Erik the Red had no special visor as did Cyclops of old. And no glitter, like the reflection of light, appeared on Erik's eye slits, ergo there was no protective material between Cyke and everyone else. This probably means that he has (at long last) mastered his power completely — and it's about time. Then there's Lorna Dane. It seems as though I batted a thousand as far as she's concerned. I'm really glad to see that your story ended in the manner I had hoped it would. Bobby and Lorna make a groovy couple. Will she become an X-Man? And also, what will become of her power?

Sheldon Wiebe, 2209 14 St. S. W.
Calgary, Alberta, Canada

If she became an X-Man (X-Woman?), Sheldon, her power would probably come in very handy. We don't know if she will, though; with five members already it's difficult enough for our artists to fit 'em all in! As for the new manifestation of Cyke's power . . . we figure he somehow channeled his visor beam through his fingers, and with that dandy costume and headpiece, his all-purpose visor was hidden! It was a pretty neat trick, and it surprised everybody . . . most of all us!



Dear Stan, Arnold, and Jim,

I have just finished reading X-MEN #51. It was exceptionally good, not counting a few mistakes in it. The cover was very misleading, because you show our merry mutants getting zapped by that baddie known as Erik the Red. Actually, he was introduced in the end of the story, and neither the X-Men nor Magneto knew about him. Just one mistake in art. On page 4, panel 4, Mesmero comes rushing to the aid of Magneto, and on his face is a smile, or that's what it looks like if it is something else. Arnold, don't make the Beast call Cyclops things like *mon capitain*, sire, and General. Even if he is my favorite character, I would like this stopped.

Nick Merritt, 1936 Main St.
Glastonbury, Conn.

If we stopped it, Nick, we'd probably get a lot more angry letters saying bring it back! We all know Hank is an educated guy, so why shouldn't he stretch his vocabulary a little into a few different languages? Plain ol' boss, chief, or even Cyke, is just too . . . well . . . plain! Where's your flair, Nick? Your joie devivre? Your sense of color, verve, bon humour???

Dear Stan,

If anybody deserves a no-prize, it's me. I'm a no-body. I don't go in for all that scientific jazz, so here is a simple explanation of what a mutant is for all you Merry Marvel Mutants (now what is a word that begins with "M" that means "watchers"?). A mutation is a change in the genetic material which does not occur normally, therefore, a mutant is the organism in which the mutation occurred. Keep in mind that genetic material controls all body functions. This paves the way for two types of mutants in the species *Homo sapiens*: Type 1. Mutants of this type are "born" mutants. The X-Men belong to this type. Type 2. This is very rare, the Fantastic Four being the most graphic example. This type has all the cells of the body exposed to some sort of mutating agent, thus if the right amount of cells mutate, it results in a change in body functions, such as gave the FF their powers. I have not mentioned your web-spinning wonder, as I am not sure about him. I hope I have gotten you off the hook, though the final decision is yours.

George Kennedy, 247 East North St.
Smyrna, Del.

So, you don't go for the scientific jazz, huh, George? We'd hate to get a letter from a real science buff! After we had Irv explain your letter to us (in the most graphic terms), we began to realize that you're trying to tell us something! By the way, is a no-body some new kinda mutant? You seem to know so much about 'em . . . hmmm?

Dear Stan, Arnold, and Jim,

I thoroughly enjoyed X-MEN #51. I have a complaint though. On the cover, there's a goofy character (obviously Erik the Red) who is pulverizing the X-Men. As you will notice, his shadow has eyes. Everybody knows that shadows don't have eyes. But obviously Steranko doesn't.

Beth Pate, 409 Wilma St.
Angier, N. C. 27501

Come on, Beth, you didn't expect Jim to want anybody to take that cover literally, did you? For, not only did his shadow have eyes, but he was about fifty times the size of the X-Men! Our artists always try to convey as much of the total theme of the story (without giving too much away) as possible, when they draw their covers. Plus the fact they have to make them as dramatic and exciting as possible! Maybe Jim's sense of drama carried him away a little, but you must admit a shadow with eyes is original! Unless you happen to be fearless Forbush-Man, that is!

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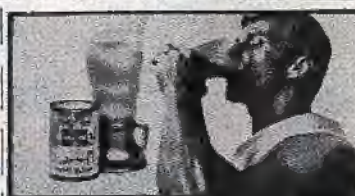


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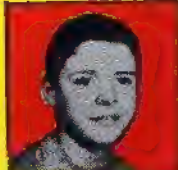
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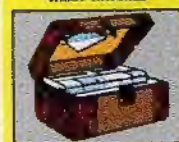
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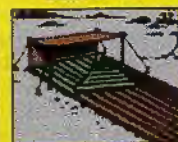
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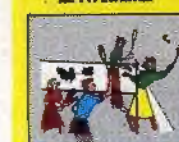
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